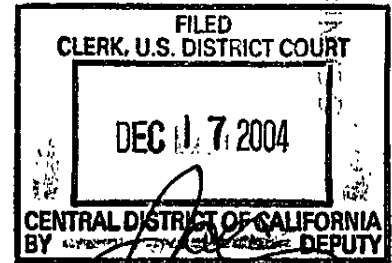


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THIS CONSTITUTES NOTICE OF ENTRY
 AS REQUIRED BY FRCP, RULE 77(d).

**UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA
 WESTERN DIVISION**

**IN RE SEEBEYOND TECHNOLOGIES
 CORPORATION SECURITIES LITIGATION**

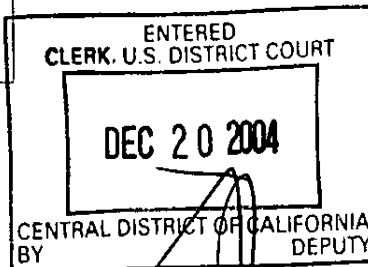
Case No. 02-CV-5330 (DDP)

**[PROPOSED] FINAL
 JUDGMENT AND ORDER OF
 DISMISSAL WITH PREJUDICE**

This Document Relates To:

Date: December 13, 2004
 Time: 10:00 a.m.
 Place: Courtroom 3, Second Floor
 Before: Hon. Dean D. Pregerson

ALL ACTIONS



**[PROPOSED] FINAL JUDGMENT AND ORDER OF DISMISSAL WITH
 PREJUDICE – Master File No. 02-CV-5330 (DDP)**

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1 This matter came before the Court for hearing pursuant to the Order of
2 this Court on the application of the parties for approval of the settlement set
3 forth in the Stipulation of Settlement dated as of September 14, 2004 (the
4 "Stipulation"). Due and adequate Notice having been given to the Class as
5 required in said Order, and the Court having considered all papers filed and
6 proceedings had herein and otherwise being fully informed in the premises
7 and good cause appearing therefore, IT IS HEREBY ORDERED that:
8

9
10 1. This Judgment incorporates by reference the definitions in the
11 Stipulation, and all terms used herein shall have the same meanings as set
12 forth in the Stipulation.
13

14 2. This Court has jurisdiction over the subject matter of the Action
15 and over all parties to the Action, including all Members of the Class.
16

17 3. "Class" and "Class Members" mean, for the purposes of the
18 Settlement, all persons or entities who purchased or acquired SeeBeyond
19 common stock between December 10, 2001 and May 7, 2002, including
20 stock issued pursuant to the Registration Statement for SeeBeyond's
21 February 21, 2002 stock offering (the "Class"). Excluded from the Class are
22 Defendants, the officers, directors and partners thereof, members of their
23 immediate families and representatives, heirs, successors or assigns, and any
24 entity in which any of the foregoing have or had a controlling interest. Also
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1 excluded from the Class are any putative Class Members who exclude
2 themselves by filing a request for exclusion in accordance with the
3 requirements set forth in the Notice.
4

5 4. With respect to the Class, this Court finds and concludes that:

6 (a) the members of the Class are so numerous that joinder of all Class
7 Members in the class action is impracticable; (b) there are questions of law
8 and fact common to the Class which predominate over any individual
9 question; (c) the claims of the Lead Plaintiff are typical of the claims of the
10 Class; (d) Lead Plaintiff and Lead Counsel have fairly and adequately
11 represented and protected the interests of the Class Members; and (e) a class
12 action is superior to other available methods for the fair and efficient
13 adjudication of the controversy, considering: (i) the interests of the Class
14 Members in individually controlling the prosecution of the separate actions;
15 (ii) the extent and nature of any litigation concerning the controversy already
16 commenced by the Class Members; (iii) the desirability or undesirability of
17 concentrating the litigation of these claims in this particular forum; and (iv)
18 the difficulties likely to be encountered in the management of the Action.
19

20 Based on the foregoing findings, this Court finds that the requirements of
21 Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure have been
22 satisfied.
23

SCANNED

1 5. Pursuant to Federal Rule of Civil Procedure 23, this Court
2 hereby approves the settlement set forth in the Stipulation and finds that said
3 Settlement is, in all respects, fair, reasonable and adequate to the Class.

4
5 6. Except as to any individual claim of those Persons who have
6 validly and timely requested exclusion from the Class, the Action and all
7 claims contained therein, as well as all of the Released Claims, are dismissed
8 with prejudice as to the Lead Plaintiff and the other Class Members, as
9 against each and all of the Released Persons. The Settling Parties are to bear
10 their own costs, except as otherwise provided in the Stipulation.

11
12
13 7. Expressly ^{included in} ~~excluded from~~ the Released Claims, this Final
14 Judgment and ⁱⁿ ~~from~~ each release in this action, including any release
15 submitted by any Class Member as part of the Proof of Claim Form and
16 Release, are any claims that have been asserted or could be asserted under
17 the Securities Act of 1933, the Securities Exchange Act of 1934, or any
18 other laws, for any conduct complained of in the Amended Class Action
19 Complaint pending in *In re SeeBeyond Technologies Corporation Securities*
20 *Litigation*, 02-CV-5330 (DDP), pending in the United States District Court
21 for the Central District of California, Western Division.

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24 8. The Court finds that the Stipulation and Settlement are fair,
25 reasonable and adequate as to the Class, and that the Stipulation and
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1 Settlement are hereby finally approved in all respects, and the Settling

2 Parties are hereby directed to perform its terms.

3
4 9. Upon the Effective Date hereof, the Lead Plaintiff shall, and
5 each of the Class Actions shall be deemed to have, and by operation of the
6 Judgment shall have, fully, finally, and forever released, relinquished and
7 discharged all Released Claims against the Released Persons, whether or not
8 such Class Member executes and delivers the Proof of Claim and Release.
9

10 10. Class Members are hereby forever barred and enjoined from
11 prosecuting any of the Released Claims against any of the Released Persons.
12

13 11. Upon the Effective Date hereto, each of the Defendants shall be
14 deemed to have, and by operation of this Judgment shall have, fully, finally,
15 and forever released, relinquished and discharged each and all of the Class
16 Members and Lead Counsel from all claims (including Unknown Claims),
17 arising out of, relating to, or in connection with the institution, prosecution,
18 assertion, settlement or resolution of the Action or the Released Claims.
19
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21 12. Each of the releases set forth or referred to in the Stipulation
22 shall be and are hereby deemed to be in effect as of the Effective Date of the
23 Stipulation.
24

25 13. The Notice of Pendency and Proposed Settlement of Class
26 Action given to the Class was the best notice practicable under the
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1 circumstances, including the individual notice to all Members of the Class
2 who could be identified through reasonable effort. Said notice provided the
3 best notice practicable under the circumstances of those proceedings and of
4 the matters set forth therein, including the proposed settlement set forth in
5 the Stipulation, to all Persons entitled to such notice, and said notice fully
6 satisfied the requirements of Federal Rule of Civil Procedure 23 and the
7 requirements of due process.
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10 14. Any Plan of Allocation submitted by Lead Counsel or any order
11 entered regarding the attorneys' fees application shall in no way disturb or
12 affect this Final Judgment and shall be considered separate from this Final
13 Judgment.
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16 15. Neither the Stipulation nor the Settlement contained therein, nor
17 any act performed or document executed pursuant to or in furtherance of the
18 Stipulation or the Settlement: (a) is or may be deemed to be or may be used
19 as an admission of, or evidence of, the validity of any Released Claim, or of
20 any wrongdoing or liability of the Defendants or their respective Related
21 Persons; or (b) is or may be deemed to be or may be used as an admission
22 of, or evidence of, any fault or omission of any of the Defendants or their
23 respective Related Persons in any civil, criminal or administrative
24 proceeding in any court, administrative agency or other tribunal. Defendants
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1 and/or their respective Related Persons may file the Stipulation and/or the
2 Judgment from this action in any other action that may be brought against
3 them in order to support a defense or counterclaim based on principles of res
4 judicata, collateral estoppel, release, good faith settlement, judgment bar or
5 reduction or any theory of claim preclusion or issue preclusion or similar
6 defense or counterclaim.
7

8
9 16. Without affecting the finality of this Judgment in any way, this
10 Court hereby retains continuing jurisdiction over: (a) implementation of this
11 Settlement and any award or distribution of the Settlement Fund, including
12 interest earned thereon; (b) disposition of the Settlement Fund; (c) hearing
13 and determining applications for attorneys' fees, interest and expenses in the
14 Action; and (d) all parties hereto for the purpose of construing, enforcing
15 and administering the Stipulation.
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18 17. The Court finds that during the course of the Action, the
19 Settling Parties and each and all Defendants and their respective counsel at
20 all times complied with the requirements of Federal Rule of Civil Procedure
21 11.
22

23 18. In the event that the Settlement does not become effective in
24 accordance with the terms of the Stipulation, or the Effective Date does not
25 occur, or in the event that the Settlement Fund, or any portion thereof, is
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SCANNED

1 returned to the Defendants, then this Judgment shall be rendered null and
2 void to the extent provided by and in accordance with the Stipulation and
3 shall be vacated and, in such event, all orders entered and releases delivered
4 in connection herewith shall be null and void to the extent provided by and
5 in accordance with the Stipulation.
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IT IS SO ORDERED

DATED

12-17-04


JUDGE DEAN D. PREGERSON
UNITED STATES DISTRICT JUDGE

IT IS SO ORDERED

dated


United States District Judge

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28 [PROPOSED] FINAL JUDGMENT AND ORDER OF DISMISSAL WITH
PREJUDICE – Master File No. 02-CV-5330 (DDP)